

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
ADELPHIA COMMUNICATIONS CORP., : Case No. 02-41729 (REG)
et al., : Jointly Administered
: :
Debtors. :
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**ORDER GRANTING (A) APPLICATIONS FOR ALLOWANCE
OF INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES AND (B) FINAL APPLICATION OF DREIER LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the applications for interim allowance of compensation for professional services and for reimbursement of actual and necessary expenses (the “Applications”) pursuant to sections 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), filed by the professionals listed on **Schedule A** and **Exhibit A** annexed hereto (the “Retained Professionals”), retained in the cases of the above-captioned debtors and debtors in possession (collectively the “Debtors”) during the second interim period commencing November 1, 2002 through February 28, 2003, inclusive, unless otherwise indicated in the Applications, **Schedule A** or **Exhibit A**;¹ and upon the Final Application of Dreier LLP for compensation and reimbursement of expenses filed pursuant to this Court’s Order dated November 7, 2003; and the Fee Committee appointed by the Court together with its retained professionals, having (1)

¹ The First Interim Order approved fees during the period June 25, 2002 through October 2002, however, as the First Interim Order was entered prior to the establishment of the Fee Committee, in discrete circumstances, the Fee Committee has reached a resolution with certain Retained Professionals with regard to the First Interim Period. In addition, Schedule A and Exhibit A document resolutions that the Fee Committee has reached with certain Retained Professionals regarding their applications for the Third Interim Period, March 1, 2003 through June 30, 2003

reviewed the Applications and the respective supporting documentation, (2) met or discussed with the respective Retained Professionals the amounts requested and the reasonableness of certain of the fees and expenses requested and (3) issued and filed its Report and Statement in regard to the Applications (the “Report”); and the amounts requested in certain of the Applications having been reduced or objected to on account of issues or positions set forth in the Report; and notice having been given to (1) the Retained Professionals and (2) those parties requesting notice pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and a hearing having been held before this Court to consider the Applications on December 12, 2003; and due consideration having been given to any responses thereto; and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Applications are approved to the extent set forth in the attached **Schedule A** and **Exhibit A**; and it is further

ORDERED that the Final Dreier Application is approved in all respects, including the Additional Compensation (as such term is defined in paragraph 35 of the Dreier Application), subject to (with respect to the Additional Compensation) Dreier’s compliance with the notice provisions set forth in paragraph 35 of the Dreier Application and provided that no objection to the Additional Compensation is made within the time period prescribed in the Dreier Application, in which case Dreier may schedule a hearing on the Additional Compensation as soon as practicable thereafter; and it is further

ORDERED that the terms of this Order (i) shall not constitute an adjudication that the fees and expenses awarded hereby are properly allocable to any of the direct or indirect Debtor subsidiaries of Debtor Adelphia Communications Corporation, (ii) are without prejudice to all parties’ rights with respect to the allocation of such fees and expenses among the Debtors

in these cases, and (iii) all parties' rights regarding the allocation of such fees and expenses are expressly reserved, including, without limitation to seek from the Court any relief they deem appropriate; and it is further

ORDERED that the Debtors are hereby directed to pay to the Retained Professionals all fees awarded including those amounts previously held back to the extent as set forth in attached **Schedule A** and **Exhibit A**; and it is further

ORDERED that the Fee Committee hereby waives its rights to further object to the First, Second and Third Interim Fee Applications as filed by 1) Willkie Farr & Gallagher, LLP, 2) Boies Schiller & Flexner LLP and 3) Kasowitz, Benson, Torres & Friedman LLP at the final fee application hearing; and it is further

ORDERED that this Court shall retain jurisdiction overall matters arising from or related to this Order.

Dated: New York, New York
December 18, 2003

S/Robert E. Gerber
HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE